

MINUTES

IN ATTENDANCE	Jason Scalese (President-Elect), Gordon Collins, Joshua Conlin (Treasurer), Anoosh Davoudzadeh, Suzy Cossette, Luis Dos Reis, Martha Ehrenfeld (Secretary), Ray Hixson (Vice President), Cheri King, Bryn Powell, Pam Sloan, Sandy Tompkins, Jack Walker, Keith Wheeler (Parliamentarian), and Scott Winn
ABSENT	Spencer Travelino
ADVISORY DIRECTORS	Christine Costamagna, Alvin Hom, and Kevin Pope
NORCAL STAFF	Kevin Craig, and Tammy Peterson
LEGAL COUNCEL	
GUESTS	Jonathan Madison, Esq., The Madison Firm
CALL TO ORDER	6:01 pm

II. Public Comments

DISCUSSION	President Scalese announced that NorCal Board Agendas will be posted on the website, by NorCal Staff, in a timely matter so that the public can make comments. Secretary Ehrenfeld added the importance of publishing our agendas early, so the public is aware and knows how and when to comment.
-------------------	--

III. Reminder: NorCal BOD meetings are Recorded for Minute Taking Purposes

DISCUSSION	President Scalese corrected the reminder, noting that NorCal BODs meetings are not recorded, and asked Mr. Craig to elaborate. Mr. Craig explained that Google Meet, an add-on feature to download transcripts taken from the meeting's captioning. Ms. Cossette inquired about the transcriptions for the Executive Session, in which Mr. Craig answered that the transcriptions would be paused for this part of the meeting. President Scalese added that Secretary Ehrenfeld is prepared to document the minutes during Executive Session.
-------------------	--

IV. Reading of the USTA Northern California Mission Statement

DISCUSSION	Ms. King read the mission statement. <i>To promote and develop the growth of tennis as an inclusive and inviting lifetime activity in the Northern California section.</i>
-------------------	---

V. Agenda Approval (document included with meeting material)

DISCUSSION	<p>President Scalese asked the BODs to consider the following amendments:</p> <ol style="list-style-type: none"> 1. Combine item number VII. Introduction of Directors and VIII. Introduction of Newly Appointed Advisors 2. Move item number XVI. Executive Session to the end of the agenda so that the Advisory Directors, NorCal staff, and Legal Counsel can go on with their evening. 3. Add agenda item: Resignation of Board Delegate Kevin Pope (received today) or defer this discussion to the January agenda.
-------------------	--

Continued...

USTA Northern California Board of Directors
December 9, 2020 Meeting Minutes
Page 2

MOTION	SECONDED	PASSED
Ms. Tompkins motioned to combine agenda items VII and VIII.	Ms. Cossette	By a vote of 15 in favor, 0 opposed, and 0 abstentions.
Ms. Sloan motioned to move agenda item XVI to the end of the agenda.	Mrs. Tompkins	By a vote of 15 in favor, 0 opposed, and 0 abstentions.
Ms. Tompkins motioned to defer the parliamentary procedure discussion for the newly vacated Delegate position until January 2021 and approve tonight’s agenda.	Mr. Conlin	By a vote of 15 in favor, 0 opposed, and 0 abstentions.

VI. October BODs Meeting Minute Approval (document included with meeting material)

DISCUSSION	President Scalese asked the Board to entertain a motion to approve the October 19th, 2020 Board Meeting Minutes. Ms. Costamagna suggested the following changes: <ul style="list-style-type: none"> ▪ Delegates Report. If something substantive in his report, it should be reflected in the minutes. ▪ Approval of Minutes. It says Ms. Cossette requested a correction be made. If the correction is substantive, it should be reflected in the minutes what that substantive correction is. 	
ACTION ITEMS	PERSON RESPONSIBLE	DEADLINE
Make appropriate changes, as mentioned above.	Tammy Peterson	January 20th, 2020
MOTION	SECONDED	PASSED
Ms. Sloan made a motion to table the approval of the minutes until the January 2021 BODs meeting.	Mr. Reis	By a vote of 15 in favor, 0 opposed, and 0 abstentions.

VII. 2021 Board of Director’s Introductions and VIII. Introductions of newly Appointed Advisors

DISCUSSION	President Scalese asked the Board to make a short, 1-minute, self-introductions. While Parliamentarian Wheeler kept time, and both first and second term directors took turns introducing themselves. After introductions, President Scalese asked the newly appointed Advisory Directors, Christine (Chrissy) Costamagna and Alvin Hom, to introduce themselves.
-------------------	---

IX. Online Meeting Protocol; Review and Best Practices

DISCUSSION	President Scalese briefly explained to the new members of the BODs the difficulties through COVID, both on Zoom and Google Meet platforms, and announced the following protocols and best practices. <ul style="list-style-type: none"> ▪ Everyone is to remain on mute, and the facilitator, Ms. Peterson, will often mute participants during the meetings whenever appropriate. Participants will need to unmute themselves to speak. ▪ An AUDIO connection can improve if you turn off your video. ▪ Use Google Meet’s, Raise Hand feature, located on the menu bar at the bottom of your screen, when you have a question or would like to add to the conversation (available while logged in from a web browser or using the mobile app).
-------------------	---

X. Review: Robert’s Rules (RR) of Order (document included with meeting material)

DISCUSSION	Parliamentarian Wheeler reviewed the RR of Order document included in the BODs packet, and proposed implementing default time limits for Board business in 2021, which can be amended by a vote of the BODs for specific debates. He outlined time limits for Action Items; five-minutes to the presenting group, three-minutes for first comments, and one-minute for second comments. In conclusion, RR of Order/Parliamentary “Clinics” will occasionally appear on the agenda to help clarify procedures, run smoother meetings, to get through business quickly.	
MOTION	SECONDED	PASSED
Parliamentarian Wheeler made a motion to implement default time limits for presenting Action Items to the Board, which can be amended by the vote of the Board for specific debates.	Mr. Hixson	By a vote of 15 in favor, 0 opposed, and 0 abstentions.

XI. General Counsel Nomination (document included with meeting material)

MOTION	SECONDED
Mr. Reis made a motion to nonintimate Jonathan Madison as General Counsel beginning in January 2021.	Mr. Conlin
DISCUSSION	<p>President Scalese presented general counsel nomination, Jonathan Madison, Esq., to the Board and asked him to introduce himself.</p> <p>Mr. Madison thanked President Scalese for the opportunity and presented his legal background to the BODs; he graduated from San Francisco’s School of Law and immediately began specializing in contracts, after a while started working primarily with nonprofit entities and foundations, and recently became focused on corporate governance, ballot integrity, and issues maintaining accountability. In addition, Mr. Madison included a bit of personal background; he’s led, alongside his family, a Prison Ministry over the past five years, which is virtual now due to COVID, and recently celebrated his son’s third birthday. Finally, he expressed his gratitude for the opportunity to be counsel for USTA NorCal and opened the floor for questions.</p>
AMENDMENT	PASSED
Secretary Ehrenfeld clarified the motion to nominate Jonathan Madison, Esq., General Counsel from December 2021 through December 2023, made by Mr. Reis and seconded by Mr. Conlin.	By a vote of 15 in favor, 0 opposed, and 0 abstentions.

XII. Conflict of Interest Policy (document included with meeting material)

DISCUSSION	Mr. Craig led the discussion regarding the Conflict of Interest (COI) Policy and Acknowledgement Disclosure Agreement notifying the Board of their requirement to disclose any conflicts and requested all directors to submit a COI Acknowledgement Disclosure form by December 11th. Questions about previously submitted Acknowledgement Disclosures earlier in the year in which President Scalese kindly asked all directors to resubmit their disclosures citing, integrity and compliance in starting a new Board of Directors and year.
-------------------	---

Continued...

USTA Northern California Board of Directors
December 9, 2020 Meeting Minutes
Page 4

ACTION ITEMS	PERSON RESPONSIBLE	DEADLINE
Mr. Hixson asked Ms. Peterson to double-check consistency between the forms and ensure [everyone has submitted a signed copy].	Tammy Peterson	January 20th, 2020
Submit Conflict of Interest Acknowledgement disclosures.	All Directors	Friday, December 11th

XIII. ACTION ITEM: Whistleblower Policy (document included with meeting material)

DISCUSSION	
	President Scalese, Vice-President Hixson, and Treasurer Mr. Conlin presented the proposed Whistleblower Policy to the Board (included in the Meeting material.) citing, “it is the responsibility of all Board members, officers, and employees to report concerns about legal compliance, and/or concerns regarding compliance with the NorCal Bylaws.” In addition, all organization members and individual members of NorCal are strongly encouraged to report such concerns.

MOTION	SECONDED
Mr. Winn made a motion to approve the proposed Whistleblower Policy.	Mr. Collins

DISCUSSION	
	Ms. Costamagna thanked everyone for pulling this policy together and asked if they checked with the other section’s policies for consistency and consultation on this policy. Mr. Hixson assured the BODs that this policy is based on the National Council for Nonprofits and noted that his practice has a long experience with this matter. He added that this policy is something both the Board and NorCal employees should acknowledge, with a signature, and should be published for the public.

AMENDMENT	PASSED
Secretary Ehrenfeld clarified the motion; To approve the proposed Whistleblower Policy in which Board Members and employees are required to sign, and the policy is to be posted on the website, made by Mr. Winn and seconded by Mr. Collins.	By a vote of 15 in favor, 0 opposed, and 0 abstentions.

CONCLUSIONS	
	President Scalese announced that in addition to rolling out this policy, plans of a “Candidate Orientation: for all board members, before being allowed to run for the Board. He described examples with a short conversation to discuss; conflicts of interest, self-promotion, and how much time is required weekly and monthly. He added that he would like to open the matter up for discussion in the future.

XIV. Sanction & Schedule Calendar: January 2021

DISCUSSION	
	President Scalese noted a Committee Decision attached to this agenda item and asked Mr. Craig if he would like to delay the Sanction & Schedule Calendar discussion for agenda item XXI. Committee Decisions. Mr. Craig agreed.

XV. Mandatory Board of Directors Training

DISCUSSION	
	<p>Due to schedule conflicts and the Holiday, Mr. Hixson noted the difficulty in committing to the Mandatory Board of Directors Training schedule on December 15, 16, and 17. Mr. Winn and other directors noted similar conflicts. Mr. Craig acknowledged the schedule’s complexity with the upcoming holiday and suggested we move to the first or second week of January 2021. The following suggestions were discussed;</p> <ul style="list-style-type: none"> ▪ allowing until the end of January to complete the training ▪ recording the training-directors complete at their convenience

Continued...

USTA Northern California Board of Directors

December 9, 2020 Meeting Minutes

Page 5

	<ul style="list-style-type: none"> ▪ have a 3-day window for completing the training so that directors can split their time as they are available, finalizing schedule based on Board availability ▪ using Doodle Poll ▪ condensing training down to two-longer sessions.
CONCLUSIONS	Mr. Craig explained the importance of everyone on the Board to experience this training as a “unit.” President Scalese resolved to condense the training down from three to two sessions.
ACTION ITEMS	PERSON RESPONSIBLE DEADLINE
Determine the necessary procedure for identifying the best days for this two-day training.	NorCal Staff None

****Executive Session, per Agenda Item V. Approval of Agenda, moved to the end.***

XVI. Executive Directors Report

DISCUSSION	<p>Mr. Craig reported on the following:</p> <ol style="list-style-type: none"> 1. Tournaments - New State/County orders mandating players must be from the same county. NorCal staff spent a lot of time working one-on-one with tournament directors and contacting players. Email notifications were sent to all players/parents, and a lot of extra work went into ensuring the continuation of play in NorCal. 2. Adult Leagues - Projections are for March or April 1st, 2021, pending mandates from the state and the status of COVID. Until then, we’ll be following state guidelines and keep players within their counties. 3. US Open - It is not final, but National has reported 2021 US Open may run at 25% of its standard operating budget. 4. National - Announced that due to COVID, they will have to cut a few 2021 programs. List to follow. <p>Secretary Ehrenfeld asked why some counties are going by state guidelines, and some are not. Mr. Craig answered that some counties might have different statistics and may hear the plea that tennis is a naturally socially distant sport and release play, and other counties do not work as fast. He added that and a formal request has already been submitted to the Governor’s Office in hopes that they will release tennis for the entire state, and we’re still waiting for a response. Mr. Reis mentioned the success they have had with Sacramento councilmembers, and with specific procedures put in place, they have been able to open up to singles. President Scalese also mentioned the success with the Board of Supervisors of San Mateo County. He adds that our public comments were being recognized at those meetings and the county eventually opted out of the state government restrictions. Secretary Ehrenfeld suggested offering up a toolkit on our website to CTAs and Clubs to advocate for tennis during COVID. Mr. Craig said this might create a bad name for USTA NorCal at the state level and advises against that.</p>
ACTION ITEMS	PERSON RESPONSIBLE DEADLINE
Continue to update the Board on state and county guidelines, mandates and releasing the play of tennis.	Kevin Craig Monthly Updates

XVII. President’s Report

DISCUSSION	President Scalese mentioned the challenges of running junior tournaments with the new restrictions, a letter was sent to Governor with no response. He then read through the list of 2021 committee chairs and noted the board members on those committees. Lastly, he spoke to the number of new committee members that volunteered, and the diverse communities they represent.
-------------------	---

XVIII. Treasurer’s Report (document included with meeting material)

DISCUSSION	<p>Mr. Craig reported on behalf of Treasurer Conlin, who had a family emergency and had to get off this online call:</p> <ol style="list-style-type: none"> 1. He noted the cash balance of \$2,518,737.35. 2. Budget and Finance Kickoff meeting, tentatively set for December 17th with the following committee members; Mr. Conlin (Chair), Karen Tsoi, Peter Kasavage, Ms. Tompkins, with Mr. Walker Craig as the staff liaison. 3. Conflict of Interest Acknowledgement Disclosure Mr. Conlin wanted to remind the Board to please submit your COI Disclosure.
-------------------	--

XIX. Delegates Report

DISCUSSION	Mr. Hom requested to hold his report off until the January 2021 BOD meeting.
-------------------	--

Action Item: Proposed by, Adult Tournament Committee (document included with meeting material)

DISCUSSION	Ms. Costamagna, Adult Tournament Committee Chair, presented the committee’s decision to; I. Amend USTA Regulation II.D.9. and Table 9, and II. Amend USTA Regulation III.C.1. and Tables 11, described as a conforming call item. This change will ensure consistency with the age divisions that we have in our regulations that sit outside of Friend at Court. She then noted that the committee worked with National and local (NorCal) legal counsel, National Sports Science staff, and Andrea Norman, who has experience on a national level with the Constitution and Rules, and Friend at Court documents to put this document together.
CONCLUSIONS	Waiting for more information, Ms. Costamagna suggested this action item be postponed until the January 2021 Board meeting.

XX. Committee Decisions (document included with meeting material)

DISCUSSION	<p>Mr. Craig asked the Board if they had the chance to review the committee decision and opened the floor to questions. He announced NorCal’s Staff’s support in the committee decision submitted by Ms. Norman, Junior Council Committee Chair, Format for Open Level 5 Championship Level-Based Tournaments. President Scalese reviewed the procedure regarding committee decisions; a seven-day period in which three board members can choose to challenge any committee decision, after that the decision is passed. Next, Mr. Craig announced the Sanction and Schedule Committee decision to allow NorCal Staff to Approve/Make Changes to the SSC Schedule. Mr. Winn, Chair of the Sanction and Schedule Committee, explained the committee’s decision to allow the Executive Director and NorCal Staff to approve and/or make changes to the Sanction and Schedule until March 1st, 2021, with intermittent reporting.</p> <p style="text-align: right;"><i>Continued...</i></p> <p>Ms. Cossette inquired about the Board’s approval for the Sanction and Schedule committee</p>
-------------------	---

USTA Northern California Board of Directors
December 9, 2020 Meeting Minutes
Page 7

	decisions, and Mr. Walker recalled a legal issue that resulted in the requirement of Board Approval. Ms. Costamagna noted a sentence in the Sanction and Schedule Committee Decisions, "needs to be tweaked."
--	---

ACTION ITEMS	PERSON RESPONSIBLE	DEADLINE
Work to review Sanction and Schedule policy and approval process.	Mr. Craig, Mr. Winn, Mr. Madison	None.

XXI. Unfinished Business

DISCUSSION	None.
------------	-------

XXII. New Business

DISCUSSION	None.
------------	-------

XXIII. Executive Session

MOTION	SECONDED	PASSED
Mr. Hixson Made a motion to convene for Executive Session.	Mr. Reyes	By a vote of 15 in favor, 0 opposed, and 0 abstentions.

ADJOURNMENT	10:13 pm
-------------	----------

NEXT MEETING	Wednesday, January 20th, 2021 at 6:30 pm, Via Google Meet
--------------	---